

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:	)	Chapter 11
SEARS HOLDINGS CORPORATION, <i>et al.</i> , <sup>1</sup>	)	Case No. 18-23538 (RDD)
Debtors.	)	(Jointly Administered)

**DECLARATION OF SEAN A. O'NEAL  
IN SUPPORT OF TRANSFORM HOLDCO LLC'S  
SUPPLEMENTAL MEMORANDUM OF LAW IN OPPOSITION TO THE  
DEBTORS' THIRD MOTION TO ENFORCE THE ASSET PURCHASE AGREEMENT**

I, Sean A. O'Neal, declare under penalty of perjury as follows:

1. I am an attorney duly admitted to practice before this Court, I am a partner of the law firm Cleary Gottlieb Steen & Hamilton LLP ("Cleary Gottlieb"), and am counsel for Transform Holdco LLC ("Transform"). I respectfully submit this declaration in connection with

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 130 W. 44nd St., 17th Fl., New York, NY 10036.

Transform's Supplemental Memorandum of Law in Opposition to the Debtors' Third Motion to Enforce the Asset Purchase Agreement.

2. Attached hereto as Exhibit A is a true and correct copy of email correspondence with the subject line "Sears – APA Amendment" between counsel for the Unsecured Creditors' Committee ("UCC") Akin Gump Strauss Hauer & Feld LLP ("Akin"), Debtors Weil, Gotshal & Manges LLP ("Weil"), Restructuring Subcommittee Paul, Weiss, Rifkind, Wharton & Garrison LLP ("Paul Weiss"), and Cleary Gottlieb, dated February 6, 2019, including two attachments reflecting comments on the first amendment to the APA ("First Amendment") from Akin as counsel for the UCC.

3. Attached hereto as Exhibit B is a true and correct copy of a redline comparison of the language of Section 2.13 of the APA between the document "Transform – Amendment No. 1 to Asset Purchase Agreement (CGSH Draft 2.6...\_(002).docx" attached to the email correspondence in Exhibit A and the final version of the First Amendment at ECF No. 2599, which shows the language of Section 2.13 attached to the email from counsel for the UCC was identical to the final form of the language.

4. Attached hereto as Exhibit C is a true and correct copy of email correspondence with the subject line "Re: Sears – APA Amendment" between Akin, Weil, Paul Weiss, and Cleary Gottlieb dated February 7, 2019, attaching a word version of the substantially final draft of the First Amendment filed on February 7, 2019 at Docket No. 2456 at the request of counsel for the UCC.

Executed on May 11, 2021 in Youngsville, New York.

Respectfully submitted,

/s/ Sean A. O'Neal  
Sean A. O'Neal